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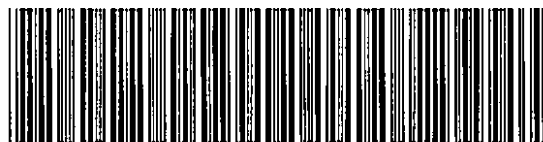
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2020 MAY 28 PM 3:59

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## COVER LETTER

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Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

2020 MAY 28 PM 3:59

CLERK  
TALLAHASSEE

**SUBJECT:** ROWING CLUB OF THE PALM BEACHES, INC.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Charles Gaspari  
\_\_\_\_\_  
Name (Printed or typed)

315 9th Street  
\_\_\_\_\_  
Address

West Palm Beach, Florida 33401  
\_\_\_\_\_  
City, State & Zip

561-659-4024  
\_\_\_\_\_  
Daytime Telephone number

chuckgas@gmail.com

E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

ARTICLES OF INCORPORATION

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2020 MAY 28 PM 3:59

**ROWING CLUB OF THE PALM BEACHES, INC.**  
A NON-STOCK/NOT FOR PROFIT CORPORATION

THE UNDERSIGNED, for the purpose of incorporating and organizing a nonprofit corporation under and pursuant to the provisions of Chapter 617, F.S. of the Florida Not For Profit Corporation Act of the State of Florida, does hereby certify as follows

Article I - Name

The name of the Corporation is **ROWING CLUB OF THE PALM BEACHES, Inc.** (hereafter the "Club" or "RCPB").

Article II - Duration

The Club is to have perpetual existence.

Article III - Registered Office and Agent.

The registered office of the Club in the State of Florida is: 315 9<sup>th</sup> Street, West Palm Beach, Florida 33401 and Charles Gaspari, Esq., shall be the registered agent at such address.

Article IV - Purposes and Powers

A. The Club shall be a non-profit corporation. No part of the Club's assets, income, or profit shall be distributable to or inure to the benefit of its directors, officers, members, committee members or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles and Bylaws hereof. No substantial part of the activities of the Club shall be devoted to carrying on propaganda or otherwise attempting to influence legislation and/or participating in or intervening in any political campaign on behalf of any candidate for public office (including, but not limited to, the publication or distribution of statements).

B. The purposes of the Club shall be to provide education, training, instruction, and participation in amateur rowing, while developing the healthy minds, bodies, and character of athletes, to encourage sportsmanship, teamwork, and the principals and standards expected of participants in national and international amateur sports, to advance the sport and art of rowing in Palm Beach County, Florida and the surrounding communities, and to educate the public about the benefits of lifetime participation in rowing. To further these purposes the Club will organize and sponsor amateur competitions and regattas on fresh and salt water bodies and other venues and promote participation in such events, within and without the State of Florida, by youth and student athletes, master athletes, veterans, adaptive (handicapped) athletes and the public. The

purposes of the Club shall be limited to those educational and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding federal tax statute or provision enacted after the date of the Club's formation.

C. In furtherance of its purposes, the Club shall have the following powers, which, unless indicated otherwise by the Bylaws, the Board of Directors acting alone is expressly authorized and empowered to exercise:

1. All powers conferred upon non-profit corporations by common law and the statutes of the State of Florida in effect from time to time; and

2. All the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in this Articles of Incorporation or the Bylaws.

D. Notwithstanding any other provisions of these Articles to the contrary, the Club shall not carry on any activities that would cause the Club not to be exempt from federal income tax under Section 501 ( c )(3) of the Code, or the corresponding provisions of any future federal tax statute or provision enacted after the date of the Club's formation.

#### Article V - Membership

The Club shall be a membership corporation and shall not have any capital stock. The members of the Club shall be those individuals serving on its Board of Directors from time to time. Other conditions of membership, classes of associate members, and the rights and obligations of members and associate members of the Club shall be stated in the Bylaws.

#### Article VI - Board of Directors

A. The business and affairs of the Club shall be conducted, managed, and controlled by a Board of Directors.

B. The Club shall have six (6) directors initially. The number of directors may be increased or decreased from time to time, as provided in the Bylaws. The names and addresses of the initial directors are:

Charles Gaspari (Pres/Director) 315 9th Street, West Palm Beach, Florida 33401

Timothy Benitz (VP/Treasurer/Director) 315 9th Street, West Palm Beach, Florida 33401

Peter Cookson (Director) 315 9th Street, West Palm Beach, Florida 33401

Matthew Muffelman (Director) 315 9th Street, West Palm Beach, Florida 33401

James Gaspari (Director) 315 9th Street, West Palm Beach, Florida 33401

Kristen Gaspari (Sec/Director) 315 9th Street, West Palm Beach, Florida 33401

C. The method of elections, terms of office, number of directors constituting the Board of Directors from time to time, removal of directors, and filling of vacancies shall be as set forth in the Bylaws.

D. The Board may delegate such operating authority to such entities, individuals, or committees as the Board, in its discretion, may determine is appropriate.

E. Elections of directors need not be by written ballot, unless the Bylaws of the Club shall so provide.

F. The directors shall have power to make and to alter or amend the Bylaws.

G. With the consent in writing, or pursuant to an affirmative vote of the majority of the Board of Directors, the directors shall have the authority to dispose in any manner of the whole property of the Club subject to the provisions ARTICLE VII with respect to any corporate dissolution.

H. Meetings of the directors may be held within or without the State of Florida, as the Bylaws may provide.

I. Subject to any provisions contained in the statutes, the books of the Club may be kept within or without the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Club.

#### Article VII - Dissolution.

A. The Club may be dissolved only as provided in the Bylaws and by the laws of the State of Florida.

B. In the event of the dissolution of the Club, all of the assets of the Club, both real and personal, remaining after payment or satisfaction of the liabilities of the Club shall be distributed to such organization or organizations as are exempt from federal income taxation under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Club, in accordance with a plan of distribution adopted as provided by the Florida Not For Profit Corporation Act of the State of Florida

### Article VIII - Incorporator

The name and mailing address of the incorporator of the Club (the "Incorporator") are as follows: Charles Gaspari, Esq., 315 9<sup>th</sup> Street, West Palm Beach, Florida 33401.

### Article X - Liability and Indemnification

A. Limitation of Director Liability. A director of the Club shall not be personally liable to the Club or its members for monetary damages for breach of fiduciary duty as a director, except for liability (i) for an breach of the director's duty of loyalty to the Club or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived any improper personal benefit. If the Florida Not For Profit Corporation Act of the State of Florida is amended after the Club is formed pursuant to this Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Club shall be eliminated or limited to the fullest extent permitted by the Florida Not For Profit Corporation Act of the State of Florida, as so amended.

Any repeal or modification of the foregoing paragraph by the members of the Club shall not adversely affect any right or protection of a director of the Club existing at the time of such repeal or modification.

B. Financial Liability. The private property of the Incorporator, directors, members, and officers shall not be subject to the payment of corporate debts to any extent whatsoever.

C. Indemnification. To the fullest extent that the Florida Not For Profit Corporation Act of the State of Florida, as it now exists or may hereafter be amended, empowers a corporation to indemnify directors, officers, employees, or agents of a corporation, the Club shall have the power to indemnify and hold harmless its directors, members, officers, employees, or agent, to such an extent and in such manner as permitted by statute, provided for in the Bylaws, provided for by any liability insurance purchased by the Club as a common expense, or provided for by contract or agreement, vote of members or disinterested directors, or otherwise.

### Article IX - Amendments to Articles

The Club reserves the right to amend, alter, change, or repeal any provision of these Articles of Incorporation or other provisions authorized by law, other than Article VII, in the manner now or hereafter prescribed by statute, and all rights, preferences, and privileges of whatsoever nature conferred upon directors, members, officers, or any other persons whomsoever by and pursuant to these Articles of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article.

IN WITNESS WHEREOF, I, Charles Gaspari, the undersigned being the Incorporator named under the preceding provisions of these Articles, for the purpose of forming a corporation pursuant to the Florida Not For Profit Corporation Act of the State of Florida, do make, file, and

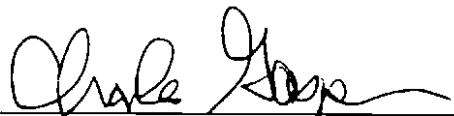
record these Articles, do certify and declare that the facts hereinabove stated are true, and accordingly, I have set my Hand to these Articles on this day, May 18, 2020.



Charles Gaspari, Esq., Incorporator

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**


Having been designated as registered agent for **Rowing Club of the Palm Beaches, Inc.**, in the foregoing Articles of Incorporation, I hereby agree to accept service of process for said Corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the appointment as registered agent and obligations of that position and agree to act in this capacity.



Signature/Registered Agent  
Charles Gaspari, Esq.

MAY 18, 2020  
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S.



Signature/Registered Agent  
Charles Gaspari, Esq.

MAY 18, 2020  
Date